

# Exhibit 3

UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE

IN RE: . Case No.: 03-10945 (MFW)  
. .  
. 821 North Market Street  
FLEMING COMPANIES, INC. et al. Wilmington, Delaware 19801  
. .  
Debtor, .  
. Date: July 26, 2004  
. . . . . Time: 9:46 a.m.

TRANSCRIPT OF OMNIBUS HEARING  
BEFORE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

For the Debtor: Pachulski, Stang, Ziehl, Young,  
Jones & Weintraub, P.C.  
By: LAURA DAVIS JONES, ESQ.  
CHRIS J. LHULIER, ESQ.  
919 North Market Street  
Wilmington, DE 19899-8705

For the Debtor: Kirkland & Ellis, LLP  
By: RICHARD L. WYNNE, ESQ.  
ERIC LIEBELER, ESQ.  
200 East Randolph Drive  
Chicago, IL 60601

Audio Operator: Danielle R. Cherry

Proceedings recorded by electronic sound recording, transcript  
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(609) 586-2311 Fax No. (609) 587-3599

1 make anything that's been filed a matter of record, you should  
2 refer to it.

3 MR. SPRAYREGEN: Your Honor, what I had planned to do,  
4 I was going go on for a few minutes, but I have a exhibit list  
5 for all of the trial exhibits for the confirmation hearing. And  
6 I was going to ask that the ones that don't relate to the Berry  
7 objection, unless someone else has an issue, that those be  
8 admitted and then we go to Berry. So I'll get to that in a  
9 moment.

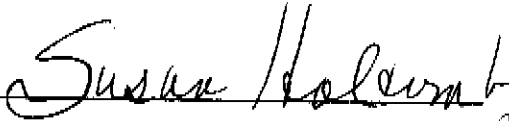
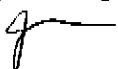
10 THE COURT: All right.

11 MR. SPRAYREGEN: Your Honor, we did file, for the  
12 Court's information, on July 16, after the July 2 voting and  
13 objection date, a number of additional documents were filed, I  
14 believe, in support of confirmation. We filed a proposed  
15 confirmation order and we filed the required plan supplement  
16 which had the Exit (phonetic) facility loan documents with GECC  
17 and the terms new loan facility with Sanctity (phonetic), had the  
18 management incentive plan, the RCT and PCT agreements and the  
19 required disclosures concerning identity of E's and O's and  
20 compensation with respect to the three entities that will exist  
21 on Exit.

22 I would note, Your Honor, Ms. Jones referenced the  
23 Sanctity Put Agreement. The Court, if you recall several  
24 hearings ago, had approved fees related to that and had continued  
25 the confirmation equivalent to the Put Agreement itself. There's

CERTIFICATE

I certify that the foregoing is a correct transcript,  
from the electronic sound recording of the proceedings in the  
above-entitled matter.

 August 3, 2004  
Susan Holcomb, Transcriber 

AAERT Cert. No. D-273